

Settlement Date and Time:
October 26, 2000
at 12:00 p.m.

Gerald C. Bender (GB-5849)
Lawrence A. First (LF-9650)
FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON
(A Partnership Including
Professional Corporations)
Attorneys for Debtors
and Debtors-in-Possession
One New York Plaza
New York, New York 10004
(212) 859-8000

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	Case Nos. 00 B 41065 (SMB)
RANDALL'S ISLAND FAMILY GOLF	:	through 00 B 41196 (SMB)
CENTERS, INC., <u>et al.</u> ,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
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NOTICE OF SETTLEMENT OF ORDER

PLEASE TAKE NOTICE that the undersigned will present,
for settlement and signature, the accompanying order (the
"Order"), pursuant to Rule 9074-1(a) of the Local Rules for the
United States Bankruptcy Court for the Southern District of New
York, to the Honorable Stuart M. Bernstein, United States
Bankruptcy Judge, in his Courtroom at the United States
Bankruptcy Court, Alexander Hamilton Customs House, One Bowling
Green, New York, New York 10004 on October 26, 2000 at 12:00 p.m.
(the "Settlement Date").

PLEASE TAKE FURTHER NOTICE that comments and/or
objections to the Order, together with a counterproposed order,

if any, must be (i) in writing, (ii) received in the Bankruptcy Judge's Chambers and (iii) served upon (a) Fried, Frank, Harris, Shriver & Jacobson, One New York Plaza, New York, New York 10004-1980 (Attn: Gerald C. Bender, Esq.), (b) Berlack, Israels & Liberman, LLP, 120 West 45th Street, New York, New York 10036 (Attn: Edward S. Weisfelner, Esq.), (c) Morgan, Lewis & Bockius, 101 Park Avenue, 40th Floor, New York, New York 10178 (Attn: Richard S. Toder, Esq.), (d) Todtman, Nachamie, Spizz & Johns, P.C. 425 Park Avenue New York, New York 10022 (Attn: Scott S. Markowitz, Esq.), and (e) the Office of the United States Trustee, 33 Whitehall Street, New York, New York 10004 (Attn: Brian Masumoto, Esq.), together with proof of service thereof, such that they are received no later than one day prior to the Settlement Date. Unless comments and/or objections and a counterproposed order are received one day prior to the Settlement Date, the Order may be signed.

Dated: New York, New York
October 19, 2000

FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON
(A Partnership including
Professional Corporations)
Attorneys for Debtors and
Debtors-in-Possession
One New York Plaza
New York, New York 10004
(212) 859-8000

By: /s/ Gerald C. Bender
Gerald C. Bender (GB-5849)

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To:

Brian Masumoto
Office of the United States Trustee
33 Whitehall Street
21st Floor
New York, NY 10004

Edward S. Weisfelner, Esq.
Berlack, Israels & Liberman, LLP
120 West 45th Street
New York, NY 10036

Richard S. Toder, Esq.
Morgan, Lewis & Bockius
101 Park Avenue
40th Floor
New York, NY 10178

Scott S. Markowitz, Esq.
Todtman, Nachamie, Spizz & Johns, P.C.
425 Park Avenue
New York, New York 10022

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at 12:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: Case Nos. 00 B 41065 (SMB)
RANDALL'S ISLAND FAMILY GOLF : through 00 B 41196 (SMB)
CENTERS, INC., et al., :
: (Jointly Administered)
Debtors. :
:
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ORDER DENYING MOTION OF ALL IN FUN
ENTERPRISES, INC. TO COMPEL THE
PAYMENT OF POSTPETITION INTEREST AND
LATE CHARGES PURSUANT TO SECTION
506(B) OF THE BANKRUPTCY CODE

Upon the motion (the "Motion") of All In Fun
Enterprises, Inc. to compel the payment of postpetition interest
and late charges pursuant to section 506(b) of the Bankruptcy
Code, dated September 12, 2000;

And an Objection to the Motion, dated October 2, 2000,
having been filed by the above-captioned debtors and debtors-in-
possession;

And a hearing on the Motion having been held before
this Court on October 5, 2000;

And it appearing that this Court has jurisdiction over the matter pursuant to 28 U.S.C. § 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(G);

And good and sufficient cause appearing therefor; it is

ORDERED that the Motion be, and hereby is, denied in all respects.

Dated: New York, New York
October __, 2000

UNITED STATES BANKRUPTCY JUDGE

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